

United States District Court
for the
Southern District of New York

Official Committee of Unsecured Creditors
of Tribune Company, Plaintiff

v.

Ross N Reeves III and June D Reeves
(Exhibit A# 24103), Defendant

Ross N Reeves III and June D Reeves, Jt Ten
(Exhibit A# 24104), Defendant

Civil Action No. 12-cv-02652 (WHP)

Motion To Dismiss Under Rule 12(b) For Failure To State A Claim

The Defendants move to dismiss Count 13 of the action because the complaint fails to state a claim upon which relief can be granted.

Facts

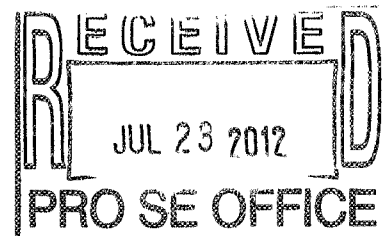
The Plaintiffs' assertions and allegations paint a picture of corporate malfeasance, lack of fiduciary oversight by the officers and directors, fraud, and collusion between parties. The Plaintiff has provided a 672 page listing of registered shareholders, Exhibit A, and would have the list certified a class. Count 13 is an attempt to recover from the shareholders listed in Exhibit A, the funds received for tendering their shares in a public tender offer to avoid having to address the cases individually.

Argument

In Count 13, Plaintiff is seeking to repair harm or damages alleged to have been done by the named defendants by causing damages and doing harm to a collection of entities and individuals which the Plaintiff would hope to be labeled a class.

The 672 page listing of Exhibit A contains banks, brokerage firms, insurance companies, hedge funds, pension funds, state treasuries, trusts, and the largest group by number, but not dollar value, private individual investors.

The Plaintiff recognizes the disparities within Exhibit A, and provides Exhibit B, which lists a variety of financial companies, which may be shareholders, may be intermediaries, or may be both.



PRO SE OFFICE

The Plaintiff makes the unreasonable assertion that the named defendants purchased the shares of the shareholders listed in Exhibit A with intent to hinder, delay, and defraud Tribune Company's creditors.

The Plaintiff alleges that the collective allegations made against the named defendants apply to every entity and individual listed in Exhibit A, which is unreasonable.

Contrary to the Plaintiffs' representation, the defenses of the named defendants are not typical of the defenses of the collection of entities and individuals listed in Exhibit A.

The representative parties cannot, and will not, fairly and adequately protect the interests of the collection of entities and individuals listed in Exhibit A.

It is questionable whether any of the Plaintiffs' assertions and allegations exists in fact.

As the Plaintiffs recognized in the complaint, the financial performance of Tribune Company was declining in the period leading to the tender offer, as were all companies within the print and broadcast media industry which was undergoing significant disruption.

The management of Tribune Company had the responsibilities to its employees and shareholders to use its best business judgment, to attempt improvements in Tribune Company's performance.

The shares of Tribune Company held by the shareholders in Exhibit A were not gifts; the shares were purchased with funds from a variety of sources: savings, debt, trusts, stock incentives, deposits, corporate profits, et al. The re-purchase by Tribune Company in the tender offer partially replaced those funds, and in some purchases may have provided a profit to the shareholder.

The Plaintiffs, by asking that the funds be returned, are in effect requesting a right to the original source of funds.

The Defendants are included twice in Exhibit A due to having two separate accounts holding shares of Tribune Company.

The Defendants are private individuals with no knowledge of or relationship to, either direct or indirect, any current or previous director, officer, or employee of Tribune Company.

The Defendants have no knowledge or relationship to any named defendant in the complaint or to Plaintiff.

The Defendants had access to information regarding Tribune Company that was available in the public domain.

In 2004 and 2005, the Defendants made 16 separate purchases of shares of Tribune Company funded in the public market funded by personal savings.

The Defendants owned a total of 8,000 shares of Tribune Company, purchased at a cost of \$312,189.90.

The Defendants purchased the stock with the intention of holding the stock as long as it appeared to be a reasonable investment and would generate retirement income.

Tribune Company continued to pay dividends, but the stock price dropped indicating the problems the company and the industry were encountering, and likely early signals of the impending U.S. recession.

The Defendants decided to participate in the public tender offer made to all Tribune Company shareholders in 2007, although due to the company being taken private, there really was no other choice.

The Defendants received total payment for Tribune Company shares of \$270,934.72, resulting in a loss of \$41,255.18 from the personal savings invested.

The Plaintiff has attempted to manufacture a class by inclusion of a variety of disparate entities, and thus gain access to funds used in the public tender offer.

In the case of the Defendants, the Plaintiff is effectively asking for the Defendants, after having a loss on the investment of Tribune Company stock, to return to personal savings, and pay the Plaintiff any alleged damages incurred at the hands of the named defendants.

Conclusion

For the foregoing reasons the 672 page listing, Exhibit A, should not be certified as a shareholder class, the Defendants should be removed from Exhibit A, and the Defendants' Motion to Dismiss Count 13 should be granted and the Claim for Relief should be dismissed.

Dated: July 20, 2012

Respectfully submitted,

Ross N. Reeves III and June D. Reeves

Ross N Reeves III and June D Reeves

1929 Tree View Trail

Arden, NC 28704

rossr@msn.com, junedr52@msn.com

(828) 681-9652

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

OFFICIAL COMMITTEE OF UNSECURED

CREDITORS OF TRIBUNE COMPANY

(In the space above enter the full name(s) of the plaintiff(s)/petitioner(s).)

12 Civ. 02652 (WHP) ()

- against -

DENNIS J. FITZSIMONS, et al.

Ross N Reeves III and June D Reeves (Exhibit A# 24103)

Ross N Reeves III and June D Reeves, Jt Ten (Exhibit A# 24104)

(In the space above enter the full name(s) of the defendant(s)/respondent(s).)

AFFIRMATION OF SERVICE

I, Ross N Reeves III, declare under penalty of perjury that I have
(name)

served a copy of the attached Motion To Dismiss Under Rule 12(b) For Failure To State A Claim

(document you are serving)

upon Zuckerman Spaeder LLP whose address is _____
(name of person served)

1800 M Street, N.W., Suite 1000, Washington, DC 20036

(where you served document)

by mail service

(how you served document: For example - personal delivery, mail, overnight express, etc.)

Dated: Arden, NC
(town/city) (state)

July 20, 2012
(month) (day) (year)

Ross N. Reeves III
Signature

1929 Tree View Trail
Address

Arden, NC
City, State

28704
Zip Code

828-681-9652
Telephone Number

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

OFFICIAL COMMITTEE OF UNSECURED

CREDITORS OF TRIBUNE COMPANY

(In the space above enter the full name(s) of the plaintiff(s)/petitioner(s).)

12 Civ. 02652 (WHP) ()

- against -

DENNIS J. FITZSIMONS, et al.

Ross N Reeves III and June D Reeves (Exhibit A# 24103)

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(In the space above enter the full name(s) of the defendant(s)/respondent(s).)

AFFIRMATION OF SERVICE

I, Ross N Reeves III, declare under penalty of perjury that I have
(name)

served a copy of the attached Motion To Dismiss Under Rule 12(b) For Failure To State A Claim

(document you are serving)

upon Landis Rath & Cobb LLP whose address is _____
(name of person served)

919 Market Street, Suite 1800, Wilmington, Delaware 19801

(where you served document)

by mail service
(how you served document: For example - personal delivery, mail, overnight express, etc.)

Dated: Arden, NC
(town/city) (state)
July 20, 2012
(month) (day) (year)

Ross N. Reeves III
Signature

1929 Tree View Trail
Address

Arden, NC
City, State

28704
Zip Code

828-681-9652
Telephone Number

AO 440 (Rev. 12/09) Summons in a Civil Action

UNITED STATES DISTRICT COURT

for the

Southern District of New York

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF TRIBUNE COMPANY

Plaintiff

v.

DENNIS J. FITZSIMONS, et al.

Defendant

Civil Action No. 12-cv-02652 (WHP)

SUMMONS IN A CIVIL ACTION

To: (Defendant's name and address) SEE ATTACHED LIST

A lawsuit has been filed against you.

Within 21 days after service of this summons on you (not counting the day you received it) — or 60 days if you are the United States or a United States agency, or an officer or employee of the United States described in Fed. R. Civ. P. 12 (a)(2) or (3) — you must serve on the plaintiff an answer to the attached complaint or a motion under Rule 12 of the Federal Rules of Civil Procedure. The answer or motion must be served on the plaintiff or plaintiff's attorney, whose name and address are:

Landis Rath & Cobb LLP

Daniel B. Rath, Esquire

Rebecca L. Butcher, Esquire

James S. Green, Jr., Esquire

919 Market Street, Suite 1500

Wilmington, Delaware 19801

Zuckerman Spaeder LLP

James Sottile, Esquire

Andrew N. Goldfarb, Esquire

Andrew Caridas, Esquire

1800 M Street, N.W., Suite 1000

Washington, DC 20036

If you fail to respond, judgment by default will be entered against you for the relief demanded in the complaint. You also must file your answer or motion with the court.

JUL 10 2012

Date: _____

RUBY J. KRAVITZ
CLERK OF COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK
Deputy Clerk

RIDER TO SUMMONS IN A CIVIL ACTION

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF TRIBUNE COMPANY, *et al.*,**

Plaintiff,

v.

DENNIS J. FITZSIMONS, *et al.*,

Defendants.

Case No. 12-CV-02652 (WHP)

NOTICE

This proceeding is currently stayed in part as set forth in the attached Master Case Order #2, dated June 5, 2012. A copy of the complaint is attached to this summons, along with two Master Case Orders (dated February 23, 2012 and June 5, 2012) (the "MCOs") entered in this matter. You should review the MCOs, which address, among other things, the procedural status of the case and a party's obligations to enter its appearance.

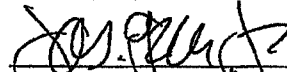
You will receive additional information about how to obtain pleadings, orders, and other information relevant to the case, including information about when the stay is lifted.

Pursuant to the MCOs, the Court has appointed Greg M. Mashberg of Proskauer Rose LLP, Daniel L. Cantor of O'Melveny & Myers LLP and Vincent Roger Cappucci of Entwistle & Cappucci LLP as co-interim defense liaison counsel.

Dated: July 10, 2012
Wilmington, Delaware

ZUCKERMAN SPAEDER LLP
Graeme W. Bush
James Sottile
Andrew N. Goldfarb
1800 M Street, N.W., Suite 1000
Washington, DC 20036
Telephone: (202) 778-1800

LANDIS RATH & COBB LLP


Daniel B. Rath (DE Bar No. 3022)
Rebecca L. Butcher (DE Bar No. 3816)
James S. Green, Jr. (DE Bar No. 4406)
919 Market Street, Suite 1800
Wilmington, DE 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450

Counsel to the Official Committee of Unsecured Creditors

AO 440 (Rev. 12/09) Summons in a Civil Action (Page 2)

Civil Action No. 12-cv-02652 (WHP)

PROOF OF SERVICE

(This section should not be filed with the court unless required by Fed. R. Civ. P. 4 (l))

This summons for *(name of individual and title, if any)* SEE ATTACHED LIST
was received by me on *(date)* 07/10/2012

☐ I personally served the summons on the individual at *(place)* _____
on *(date)* _____ ; or

☐ I left the summons at the individual's residence or usual place of abode with *(name)* _____
_____, a person of suitable age and discretion who resides there,
on *(date)* _____, and mailed a copy to the individual's last known address; or

☐ I served the summons on *(name of individual)* _____, who is
designated by law to accept service of process on behalf of *(name of organization)* _____
on *(date)* _____ ; or

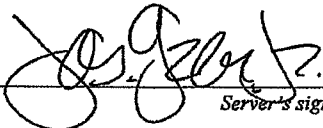
☐ I returned the summons unexecuted because _____ ; or

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My fees are \$ _____ for travel and \$ _____ for services, for a total of \$ 0.00

I declare under penalty of perjury that this information is true.

Date: 07/10/2012



Server's signature

James S. Green, Jr., Esquire
Printed name and title

Landis Rath & Cobb LLP
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Server's address

Additional information regarding attempted service, etc:

ROSS N REEVES III AND JUNE D REEVES
1929 TREE VIEW TRL
ARDEN, NC 28704

ROTHSCHILD INVESTMENT CORP. EMPLOYEE
PROFIT SH PLAN
DESIGNATED INV ACCT FBO ROBERT M.
STEINER
C/O OFFICER OR MANAGING AGENT
311 S. WACKER, SUITE 6500
CHICAGO IL 60606-6694

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PACIFIC DEF BEN PENS PL
C/O OFFICER OR MANAGING AGENT
P O BOX 888
HONOLULU, HI 96808-0888

RUANWIL LLC
ATTN: STANTON R. COOK
224 RALEIGH RD.
KENILWORTH IL 60043

RUANWIL LLC
C/O OFFICER OR MANAGING AGENT
224 RALEIGH RD.
KENILWORTH IL 60043

RUSSELL F STEPHENS JR TRUST U/A DTD
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C/O RUSSELL F STEPHENS JR OR CURRENT
TRUSTEE
4813 OCEAN BLVD
SARASOTA, FL 34242

RUSSELL INVESTMENT COMPANY
C/O OFFICER OR MANAGING AGENT
1301 2ND AVENUE, FL 18
SEATTLE, WA 98101-3814

RUSSELL INVESTMENTS
C/O OFFICER OR MANAGING AGENT
1301 2ND AVENUE, FL 18
SEATTLE, WA 98101-3814

RUSSELL P KELLEY JR TRUST
C/O RUSSELL P KELLEY JR OR CURRENT
TRUSTEE
100 ROYAL PALM WAY APT 4E
PALM BEACH, FL 33480-4268

RUTH MCCORMICK TANKERSLEY REV TR U/A
10/6/92
C/O RUTH MCCORMICK TANKERSLEY,
RICHARD DUFFIELD OR CURRENT TRUSTEE
3430 E SUNRISE DR SUITE 200
TUCSON, AZ 85718

Note: Only a partial service list is provided as a copy.

**Official Committee of Unsecured Creditors of
Tribune Company v. Dennis J. Fitzsimons, et al.
Civil Action No. 12-cv-02652 (WHP)
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{698.001-W0021632.}

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BEVERLY, FL 34465

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CHANHASSEN, MN 55317

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WELLS FARGO BANK CUSTODIAN
4008 HISTEAD WAY
EVERGREEN, CO 80439

BLAINE B ROMINGER
CGM IRA ROLLOVER CUSTODIAN
131 RIVO ALTO CANAL
LONG BEACH, CA 90803

Ross N Reeves III
1929 Tree View Trail
Arden, NC 28704
July 20, 2012

Pro Se Office
United States District Court
Southern District of New York
500 Pearl Street, Room 230
New York, NY 10007-1312

Dear Sirs:

You will find enclosed, three copies of a motion to dismiss in the specified case, affirmations of service on the plaintiffs' attorney, and a copy of the summons received in the civil action.

If there are any questions regarding the enclosed, please contact me.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Ross N. Reeves III". The signature is fluid and cursive, with a stylized "R" and "N".

Ross N Reeves III
(828) 681-9652
rossr@msn.com

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